

APPENDIX A.

ALA CONSTITUTION(current) EXTRACTS RELEVANT TO

2018 ANNUAL GENERAL MEETING:



EXTRACT 1:

PART IV – BOARD

22 BOARD

22.1 Powers of Board

- (1) The affairs of ALA shall be managed by a Board constituted under **clause 22.2**.
- (2) Subject to this Constitution and the Act, the Board:
 - (a) shall control and manage the business and affairs of ALA;
 - (b) may exercise all such powers and functions as may be exercised by ALA other than those powers and functions that are required by this Constitution to be exercised by the Members in General Meeting; and
 - (c) has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of ALA.

22.2 Composition of Board

Subject to the provisions of **clause 23**

- (a) The Board shall be comprised of no more than seven (7) Directors, five (5) of whom shall be elected in accordance with **Clause 22** and the remaining two (2) appointed by the elected Directors in accordance with **Clause 22.3**.
- (b) The Chairperson and Vice Chairperson shall be appointed by the Directors.
- (c) A Director shall not be a member of the Board of Management or any Committee of neither a Voting Member nor a Club of a Voting Member nor an employee or office holder of any Voting Member.
 - a. All members of the Board shall have one vote each.



- (d) Subject to sub clause (f) each Board Member, shall hold office from their election until the commencement of the election of Directors at the second Annual General Meeting following their election, but is eligible for re-election.
- (e) The Board shall contain a minimum of two persons of each gender unless there are less than two persons of a particular gender who are prepared to accept nomination for election as a Director.
- (f) Elected Directors shall be elected in accordance with this Constitution for a term of office which shall commence from the conclusion of the Annual General Meeting at which the election occurred.
- (1) All elected Directors must stand down at the second Annual General Meeting following their election.
 - (2) Each Director will be eligible for re-election providing that they have served no more than four (4) consecutive terms of office, or a maximum of eight (8) years.
 - (3) That Clause 22.2(f) (2) apply to ALA Directors from its implementation at the Annual General Meeting held in November 2015, or the next Annual General Meeting at which a Director must stand down by way of agreed rotation.
 - (4) A Director, having served the maximum period of office may, and having stood down for a minimum of two (2) years, be eligible for re-election.

Should any adjustment to the term of elected Directors elected under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board. Elections to subsequent Boards shall then proceed in accordance with the procedures in this Constitution with approximately half the Board standing down each year.

EXTRACT 2:

24 ELECTION OF THE BOARD

24.1 Nominations of Candidates

The Secretary shall call for nominations six (6) weeks before the date of the Annual General Meeting. All Voting Members shall be notified of the call for nominations.

- (1) Nominations of candidates for election as Board Members, shall be:
 - (a) made in writing, signed by any Voting Member and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination) and to be accompanied by information as directed in the nomination process.

- (b) delivered to the Secretary of ALA by the date specified on the notice calling for nominations.

- (2) Positions not filled shall be appointed by the Board as per Clause 22.4 until the next Annual General Meeting.

- (3) All nominations received shall be submitted to the ALA Nomination Committee who will determine the appropriateness of all nominations in relation to the current skill set of the Board and according to the terms of reference of that Committee as set by the Board.

- (4) If the number of nominations accepted and endorsed by the Nomination Committee for the purpose of election exceeds the number of vacancies to be filled, an election must take place at the Annual General Meeting. No further nominations may be received at the Annual General Meeting.

- (5) If it is necessary to hold an election, a returning officer and scrutineers must be appointed by the Chair, none of whom are to be candidates for election.

- (6) The election will be conducted according to such method as the Board deems fit from time to time.

For the full ALA Constitution please go to the ALA website www.lacrosse.com.au/downloads